

SCRUTINEER'S REPORT ON ATTENDANCE

ACME RESOURCES CORP.

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS HELD ON OCTOBER 24, 2017

SCRUTINEER'S REPORT ON ATTENDANCE

FOR PURPOSES OF CONFIRMING QUORUM:

SHAREHOLDER'S PRESENT IN PERSON (ATTENDANCE)

4	SHAREHOLDER(S) HOLDING	526,000 SHARES
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SHARES TABULATED AND VOTED BY PROXY

ACCORDING TO PROXIES FILED IN FAVOUR OF:

1. IN RESPECT TO THE RESOLUTION FOR THE APPOINTMENT OF COLLINS BARROW TORONTO LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE CORPORATION TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS, AT A REMUNERATION TO BE FIXED BY THE DIRECTORS, AS DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR.

FOR	3,272,000 SHARES
WITHHELD	2,700 SHARES

2. IN RESPECT TO THE RESOLUTION OF THE ELECTION OF DIRECTORS OF THE CORPORATION AS FOLLOWS:

IN RESPECT TO THE RESOLUTION FOR THE ELECTION OF PAUL R. ANKCORN, DIRECTOR AS IDENTIFIED IN THE MANAGEMENT INFORMATION CIRCULAR.

FOR	3,272,000 SHARES
WITHHELD	2,700 SHARES

IN RESPECT TO THE RESOLUTION FOR THE ELECTION OF BRIAN M. CLONEY, DIRECTOR AS IDENTIFIED IN THE MANAGEMENT INFORMATION CIRCULAR.

FOR	3,272,000 SHARES
WITHHELD	2,700 SHARES

IN RESPECT TO THE RESOLUTION FOR THE ELECTION OF HARRY BURGESS, DIRECTOR AS IDENTIFIED IN THE MANAGEMENT INFORMATION CIRCULAR.

FOR	3,272,000 SHARES
AGAINST	2,700 SHARES

IN RESPECT TO THE RESOLUTION FOR THE ELECTION OF BRIAN HOWLETT, DIRECTOR AS IDENTIFIED IN THE MANAGEMENT INFORMATION CIRCULAR.

FOR	2,972,000 SHARES
WITHHELD	302,700 SHARES

IN RESPECT TO THE RESOLUTION FOR THE ELECTION OF KEES C. VAN WINTERS, DIRECTOR AS IDENTIFIED IN THE MANAGEMENT INFORMATION CIRCULAR.

FOR	3,272,000 SHARES
WITHHELD	2,700 SHARES

3. IN RESPECT TO THE RESOLUTION FOR THE APPROVAL OF THE STOCK OPTION PLAN OF THE CORPORATION, ALL AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR.

FOR	2,972,000 SHARES
AGAINST	302,700 SHARES

4. IN RESPECT TO THE RESOLUTION FOR THE APPROVAL OF A SPECIAL RESOLUTION OF SHAREHOLDERS AUTHORIZING THE CORPORATION TO MAKE APPLICATION TO VOLUNTARILY DELIST THE COMMON SHARES OF THE CORPORATION FROM THE TSX VENTURE EXCHANGE AND TO APPROVE THE LISTING OF THE COMMON SHARES OF THE CORPORATION ON THE CANADIAN SECURITIES EXCHANGE, OR OTHER QUALIFIED EXCHANGE, ALL AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR.

FOR	300,000 SHARES
	(Paul Ankcorn, Harry Burgess, Brian Cloney)
FOR	2,972,000 SHARES
	(excluding directors listed above)
AGAINST	2,700 SHARES

5. IN RESPECT TO THE RESOLUTION FOR THE APPROVAL OF A SPECIAL RESOLUTION OF SHAREHOLDERS AUTHORIZING THE CORPORATION TO AMEND THE ARTICLES OF THE CORPORATION TO CONSOLIDATE THE ISSUED AND OUTSTANDING COMMON SHARES OF THE CORPORATION BY CHANGING EACH ONE OF THE ISSUED AND OUTSTANDING COMMON SHARES OF THE CORPORATION INTO SUCH A FRACTION OF A COMMON SHARE OF THE CORPORATION AS IS DETERMINED BY THE BOARD OF DIRECTORS, PROVIDED, HOWEVER, THAT SUCH FRACTION SHALL NOT BE SMALLER THAN ONE-FIFTH (0.20) OF A COMMON SHARE, ALL AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR.

FOR	2,971,000 SHARES
AGAINST	303,700 SHARES

6. IN RESPECT TO THE RESOLUTION FOR THE APPROVAL OF A SPECIAL RESOLUTION OF SHAREHOLDERS AUTHORIZING THE CORPORATION TO AMEND THE ARTICLES OF THE CORPORATION TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT AMENDMENT, A SPECIAL RESOLUTION OF THE SHAREHOLDERS OF THE CORPORATION TO AMEND THE ARTICLES OF THE CORPORATION TO CHANGE THE NAME OF THE CORPORATION TO A NAME AS MAY CHOSEN BY THE DIRECTORS OF THE CORPORATION OR SUCH VARIATION THEREOF AS THE DIRECTOR APPOINTED PURSUANT TO THE BUSINESS CORPORATION ACT (ONTARIO) MAY APPROVE, ALL AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR DATED SEPTEMBER 8, 2017.

FOR	3,271,500 SHARES
AGAINST	3,200 SHARES

SHARES VOTED AND REPRESENTED BY PROXY	3,274,700 SHARES
SHARES VOTED AND REPRESENTED IN PERSON BY PROXY	SHARES

TOTAL IN PERSON AND BY PROXY	3,274,700 SHARES
	54.57% of total I/O

THE SHARES REPRESENTED IN PERSON AND BY PROXY HAVE BEEN CHECKED AGAINST THE SHAREHOLDERS'
LIST DATED SEPTEMBER 18, 2017 BY CAPITAL TRANSFER AGENCY.

A handwritten signature in black ink, reading "Cavalcante". The signature is written in a cursive style with a large initial "C".

DANIELLE CAVALCANTE
(SCRUTINEER)